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**PROPOSED ATTORNEYS FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	<b>Case No. 08-36705-BJH-11</b>
	§	
<b>SUPERIOR AIR PARTS, INC., et al.,</b>	§	<b>Jointly Administered</b>
	§	
<b>DEBTOR-IN POSSESSION.</b>	§	<b>CHAPTER 11</b>

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS'  
APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(a) AND  
1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF LAIN, FAULKNER & CO., P.C. AS FINANCIAL ADVISORS  
NUNC PRO TUNC TO FEBRUARY 13, 2009**

TO THE HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE:

NOW COMES the Official Committee of Unsecured Creditors (the "Committee"), by and through its proposed counsel Baker & McKenzie, and files this its Application (the "Application") for Order pursuant to Sections 327(a) and 1103(a) of the Bankruptcy Code Authorizing the Retention and Employment of Lain, Faulkner & Co., P.C. as Financial Advisors

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*Nunc Pro Tunc* to February 13, 2009. In support of the Application, the Committee respectfully states:

## **I. JURISDICTION AND VENUE**

1. This Court exercises subject matter jurisdiction over this Application pursuant to 11 U.S.C. § 1103(a) and 28 U.S.C. §§ 157 and 1334. This matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

## **II. FACTUAL BACKGROUND**

3. This case was commenced by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division on December 31, 2008 (the “Petition Date”). Since the Petition Date, the Debtor has continued to operate their businesses as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. On or about January 29, 2009, the United States Trustee certified and appointed the Committee in accordance with Section 1102(a)(1) of the Bankruptcy Code. The members of the Committee, as amended, include (1) AVStar Aircraft Accessories, Inc., represented by Ronald J. Weaver, (2) Eck Industries, Inc., represented by Phil Eck, (3) KSPG Automotive Brazil LTDA, represented by Werner Wilhelm Albus and Valeria de Freitas Mesquita, (4) Hartford Aircraft Products represented by Jim Griffin, (5) Seal Science, Inc., represented by Piyush Kakar, and (6) Zanzi, S.P.A., represented by Stefano Gazzola.

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### **III. RELIEF REQUESTED AND BASIS THEREFOR**

5. By this Application, the Committee seeks to employ and retain the accounting firm of Lain, Faulkner & Co., P.C. ("Lain Faulkner") as their financial advisors to perform the accounting and financial consulting services that will be necessary during the above-styled Chapter 11 case (the "Chapter 11 Case").

6. The Committee respectfully requests entry of an order of this Court pursuant to Sections 327(a) and 1103(a) of the Bankruptcy Code authorizing the Committee to employ Lain, Faulkner & Co., P.C. as Financial Advisors *Nunc Pro Tunc* to February 13, 2009

#### **A. Services to be Rendered by Lain Faulkner**

7. The Committee has requested that Lain Faulkner provide, without limitation, the following professional services to the Committee during the Chapter 11 Case:

- (a) analyzing the business, operations and financial position of the Debtor;
- (b) assisting the Committee in determining the value of the Debtor's assets;
- (c) assisting the Committee in evaluating bids for asset sales;
- (d) analyzing any proposed debtor-in-possession financing arrangements;
- (e) analyzing, evaluating and/or developing any proposed plan;
- (f) reviewing and analyzing claim issues;
- (g) providing testimony as needed or appropriate regarding the foregoing tasks; and
- (h) performing other financial advisory services for the Committee that may be requested during the course of the Chapter 11 proceeding (without duplicating the services of other professionals).

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**B. Qualifications of Lain Faulkner to Serve as Financial Advisor to the Committee**

8. Lain Faulkner has extensive experience and knowledge in the field of debtor's and creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code. Lain Faulkner has expertise, experience, and knowledge before bankruptcy courts, including the courts of this district. Lain Faulkner's appearance before this Court for the matters in the Chapter 11 case will be efficient and cost effective for the Debtor's estate.

9. Lain Faulkner is a specialized accounting firm with experience and expertise in areas that will have an impact on the Debtor's reorganization under Chapter 11 of the Bankruptcy Code, including evaluation of financial projections, bids for asset purchases, alternative plan scenarios, claims evaluation and other accounting or financial analyses as may be requested by the Committee.

**C. Disclosures by Lain Faulkner to the Committee and the Court**

10. To the best of the Committee's knowledge, and except as disclosed herein and in the affidavit of Dennis Faulkner (the "Faulkner Affidavit") filed herewith, Lain Faulkner has not represented any of the Debtor's creditors, equity security holders, or any other parties-in-interest, in any matters relating to the Debtor or its estate. Marla Reynolds, a shareholder, assisted unsecured creditor Aviall Services, Inc in a litigation matter with Cooper Industries, Inc. That matter was unrelated to the Debtor and this bankruptcy case.

11. To the best of the Committee's knowledge and except as otherwise disclosed in the Faulkner Affidavit, Lain Faulkner does not hold or represent any interest materially adverse to the Debtor, the Debtor's estate, the Committee or any creditors in this case. Lain Faulkner is a

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"disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and Lain Faulkner's employment is necessary and in the best interest of the Debtor's creditors and its estate.

12. Lain Faulkner did not receive a retainer for services and expenses to be rendered in connection with the Chapter 11 Case. Lain Faulkner has not performed work for the Debtor or the Committee pre-petition.

**D. Proposed Compensation of Lain Faulkner**

13. Lain Faulkner intends to apply for compensation for professional services rendered in connection with this Chapter 11 case, subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Lain Faulkner. Lain Faulkner's current hourly rates in U.S. Dollars are set forth as follows:

Billing Categories	Range
Shareholders	\$315--390 per hour
CPA's	\$290 per hour
Staff Accountants	\$205--235 per hour
Clerical and Bookkeepers	\$ 75--150 per hour

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

14. The hourly rates set forth above are Lain Faulkner's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Lain Faulkner for the work of its accountants and paraprofessionals and to cover fixed and routine overhead

expenses. It is Lain Faulkner's policy, in all areas of practice, to charge its clients for all additional expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, and travel expenses. Lain Faulkner will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to Lain Faulkner's other clients and consistent with standard practices within this District.

15. The Committee further contemplates that Lain Faulkner will seek interim compensation and reimbursement of expenses during the case as permitted by Section 331 of the Bankruptcy Code, the Federal and Local Rules of Bankruptcy Procedure and this Court's order.

16. Unless otherwise authorized by this Court, no compensation will be paid to Lain Faulkner except pursuant to this Court's order following the filing and notice of an application for compensation and reimbursement of expenses made in compliance with the Bankruptcy Code and the Federal and Local Rules of Bankruptcy Procedure.

**E. Notice of This Application to Employ Lain Faulkner**

17. Notice of this Application has been given to (i) the United States Trustee; (ii) counsel for the Debtor; (iii) members of the Committee; and (iv) those persons identified on the service list maintained by the Debtor in accordance with Bankruptcy Rule 2002. Such notice constitutes good and sufficient notice of the relief requested in this Application, and the Committee submits that no other or further notice is necessary.

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**F. Previous Applications to Employ Lain Faulkner in The Bankruptcy Case**

18. No previous application for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Committee respectfully requests that this Court enter an order approving this Application and authorizing the Committee to employ Lain Faulkner as financial advisor *nunc pro tunc* to February 13, 2009, and grant the Committee any and all other relief to which it may show itself justly entitled.

DATED: February 16, 2009  
Dallas, Texas

Respectfully submitted,

**BAKER & McKENZIE**

By: /s/ Elliot D. Schuler

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**CERTIFICATE OF SERVICE**

The undersigned attorney hereby certifies that he caused a true and correct copy of the foregoing Application to be served upon the persons or entities identified below and on the attached list via United States mail, first-class postage pre-paid and properly addressed, and through the Court's ECF system on February 16, 2009.

Stephen Roberts  
STRASBURGER & PRICE, LLP  
600 Congress Avenue, Suite 1600  
Austin, Texas 78701

Mary Frances Durham  
Trial Attorney for the Office of the United States Trustee  
1100 Commerce Street, Room 976  
Dallas, TX 75242

/s/ Elliot D. Schuler  
\_\_\_\_\_  
Elliot D. Schuler

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